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(check if this is an amendment and name has changed, and indicate change.)

1348649

FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL			
OMB Number:	3235-0076		
Expires:			
Estimated average burden			
hours per respons	e 16.00		

SEC US	E ONLY
Prefix	Serial
DATE R	ECEIVED
1	1

CoLucid Pharmaceuticals, Inc. Issuance	of Common Stock in Acquisition Transaction		
	Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE	
Type of Filing: New Filing Amend	ment		
	A. BASIC IDENTIFICATION DATA	DEUN C	70
		750	
1. Enter the information requested about the	issuct	DEC 3 O	2005
Name of Issuer (check if this is an amendi	ment and name has changed, and indicate change.)		
CoLucid Pharmaceuticals, Inc.		}	<u> </u>
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (In	chuding Ares Code)
7030 Kit Creek Road, P. O. Box 110287,		(919) 998-33	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (in	ncluding Arca Code)
Brief Description of Business			
Development and commercialization of p	harmaceutical drugs and related products.		
	,		DDAARAA
Type of Business Organization			こうしいいろので
Final ' haad	imited partnership, already formed Other (imited partnership, to be formed	please specify):	MAR 2 1 2003
Actual or Estimated Date of Incorporation or O		mated	THOMSON FINANCIAL
	(Enter two-letter U.S. Postal Service abbreviation for State	2:	FINANCIAL
	CN for Canada; FN for other foreign jurisdiction)		
GENERAL INSTRUCTIONS			
Federal: Who Must File: All issuers making an offering o 77d(6).	f securities in reliance on an exemption under Regulation D	or Section 4(6), 17 CFR 231	0,501 et seq. or 15 U.S.C.
and Exchange Commission (SEC) on the carlier	than 15 days after the first sale of securities in the offering of the date it is received by the SEC at the address given to nited States registered or certified mail to that address,		
Where To File: U.S. Securities and Exchange	Commission, 450 Fifth Street, N.W., Washington, D.C. 20)549,	
Copies Required: Five (5) copies of this notice	must be filed with the SEC, one of which must be manual	ly signed. Any copies not	manually signed must be

Filing Fee: There is no federal filing fee. State:

not be filed with the SEC.

photocopies of the manually signed copy or bear typed or printed signatures.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a toss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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2. Enter the information re	quested for the foll	lowing:	, and the second		
 Each promoter of t 	he issuer, if the iss	ucr has been organized w	ithin the past five years;		
Each beneficial own	ner having the powe	er to vote or dispose, or dis	rect the vate or disposition	of, 10% or more of	a class of equity securities of the issuer.
Each executive offi	icer and director of	corporate issuers and of	corporate general and mar	naging partners of	partnership issuers; and
Each general and n	nanaging partner of	f partnership issuers.			
Check Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, in Pappas, Arthur M.	f individual)				
Business or Residence Address 7030 Kit Creak Road, P.				· · · · · · · · · · · · · · · · · · ·	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Erickson, Geoffrey	findividual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
7030 Kit Creek Road, P. C	D. Box 110287, F	Research Triangle Par	k, NC 27709		
Check Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Treu, Jesse	f individual)				
Basiness or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
One Palmer Square, Suite	e 515, Princeton	. NJ 08542	•		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
A. M. Pappas Life Scienc	e Ventures III, L.	.P.			
Business or Residence Addre	ss (Number and	Street, City. State, Zip Co	ode)		
c/o A. M. Pappas & Asso	ciates, LLC, 703	0 Kit Creek Road, P.	O. Box 110287, Resea	rch Triangle Pa	rk, NC 27709
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Lost name first, i Domain Partners VI, L.P.	· ·				
Business or Residence Addre One Palmer Square, Suit	•	•	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Triathion Medical Ventur					
Business or Residence Addre 2500 East Fifth Street, 1		•			
Check Box(es) that Apply;	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Pearl Street Venture Fur					
Business or Residence Address 20 North Meridian Street			ode)		
	(Use blan	nk sheet, or copy and use	additional copies of this s	hect, as necessary)

Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers States in Which Person Listed Has Solicited or Intends to Solicit Purchasers States in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers All States States in Which Person Listed Has Solicited or Intends to Solicit Purchasers All States States in Which Person Listed Has Solicited or Intends to Solicit Purchasers All States States in Which Person Listed Has Solicited or Intends to Solicit Purchasers All States States in Which Person Listed Has Solicited or Intends to Solicit Purchasers All States States in Which Person Listed Has Solicited or Intends to Solicit Purchasers All States All States States in Which Person Listed Has Solicited or Intends to Solicit Purchasers All States All States							150.00			iī,				
Answer also in Appendix, Column 2. If filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?		11 1 1					1			et in a co-si			•	
2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit?	1.	Mas inc i	ssuer solo	, or does in								*************************	L!	Œ
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, own may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ALL AK AZ AR CA CO CT DE DC FL GA HI DD MA MI MIN MS MO MT NE NV NH NJ NM NY NC ND OH OK OR PA NT NE NV NH NJ NM NY NC ND OH OK OR PA NT NE NV NH NJ NM NY NC ND OH OK OR PA NT NE NT	2	What is 1	the minim	um invastm									· •	
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commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ALL AR AZ AR CA CO CT DE DC FL GA HII ID LL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NRI NI NM NY NC ND OR OR OR PA RI SC SD IN TX UT VT VA WA WV WI WY PR Full Name (Last name first, if individual) Susiness or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All AR AZ AR CA CO CT DE DC FL GA HI ID LIN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NRI NI NM NY NC ND OR OR PA RI States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All AR AZ AR CA CO CT DE DC FL GA HI D LL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NRI NI NM NY NC ND OR OR PA	3.	Does the	offering p	permit joint	ownership	of a singl	e unit?	,=			********			
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Full Name (Last name first, if individual)														
Business or Residence Address (Number and Street, City, State, Zip Code)														
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MT NE NV NH NI NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY PK		IL	IN											

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box _ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	: !		
	Type of Security	Aggregate Offering Price	÷	Amount Already Sold
	Dobt	\$ \$ 500,000*	_	\$
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)	\$		\$
	Partnership Interests	S		\$
	Other (Specify)	\$		\$
	Total	s_500.00		\$ 500.00
	Answer also in Appendix, Column 3, if filing under ULOE.		_	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in thi offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	=		
		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	16		s 500,000°
	Non-accredited Investors			\$
	Total (for filings under Rule 504 only)			\$
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
	The all Officials	Type of		Dollar Amount
	Type of Offering	Security		Sold
	Rule 505		_	3
	Regulation A			3
	Rule 504		_	\$
	Total	·	~	s 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insured. The information may be given as subject to future contingencies. If the amount of an expenditure into known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees			s_N/A
	Printing and Engraving Costs			\$
	Legal Fees	11		S
	Accounting Fees	***********		\$
	Engineering Fces			\$
	Sales Commissions (specify finders' fees separately),			\$
	Other Expenses (identify)			\$
	Total] [0.00

, tke				
	and total expenses furnished in response to Part C-	ering price given in response to Part C — Question – Question 4.a. This difference is the "adjusted gros	38	\$
5.	each of the purposes shown. If the amount for a	roceed to the issuer used or proposed to be used for the purpose is not known, furnish an estimate an of the payments listed must equal the adjusted grow to C — Question 4,b above.	d `	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		S N/A	S N/A
	Purchase of real estate		🗀 S	_ Ds
	Purchase, rental or leasing and installation of ma	achinery	🗆 \$	_ []\$
		acilities		
	Acquisition of other businesses (including the viorifering that may be used in exchange for the as	alue of securities involved in this sets or securities of another	_	
	Other (specify): For purposes of this ming on	ly, the company has determined that the	. 🗆 \$	- S 2 200'000.
	aggregate offering price of the Common Stock		-	
			🔲 \$	_ 🗆 \$
	Column Totals	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	S 0.00	S 200,000
	Total Payments Listed (column totals added)		Øs_5	500,000*
sig	e issuer has duly caused this notice to be signed by to nature constitutes an undertaking by the issuer to f information furnished by the issuer to any non-a	he undersigned duly authorized person. If this not furnish to the U.S. Securities and Exchange Comm	nission, upon writt	ule 505, the following on request of its staff.
İsş	ucr (Print or Type)	Signature	Date	
	oLucid Pharmaceuticals, Inc.	1 / Willy -	December 27,	2005
Ci		T'd CC C		
_	me of Signer (Print or Type)	Title of Signer (Print or Type)		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

MAR 20 2006 12:20 PM FR BAKER DANIELS 3 317 569 4800 10 13100430001

ι.	ls any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No	
	See Appendix Column 5 for state response			

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
CoLucid Pharmaceuticals, Inc.	December 27, 2005
Name (Print or Type)	Title (Print or Type)
Arthur M. Pappas	President

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.